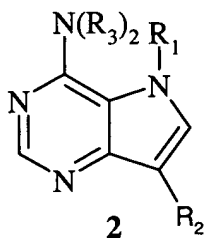


In the Claims:

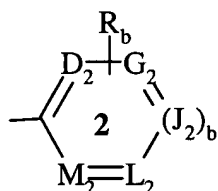
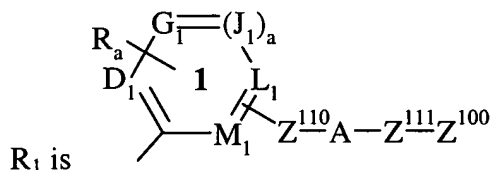
Please cancel claims 41, 42, and 43, without waiver or prejudice.

Please amend claims 1, 33, 35, 36, 38, 40, 45, 46 and 48 as follows:

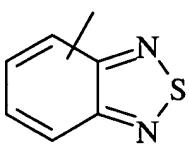
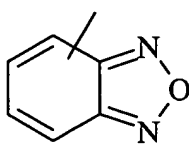
1. (Thrice Amended) A compound of Formula (I), the racemic-diastereomeric mixtures, optical isomers or pharmaceutically-acceptable salts thereof,



wherein:



where Z<sup>100</sup> is or a group optionally substituted with R<sub>b</sub> selected from the group consisting of cycloalkyl, naphthyl, tetrahydronaphthyl, benzothieryl, furanyl,

thienyl, benzoxazolyl, benzothiazolyl, , , thiazolyl, benzofuranyl, 2,3-dihydrobenzofuranyl, indolyl, isoxazolyl, tetrahydropyranyl, tetrahydrofuranyl, piperidinyl, pyrazolyl, pyrrolyl, oxazolyl, isothiazolyl, oxadiazolyl, thiadiazolyl, indolinyl, indazolyl, benzoisothiazolyl, pyrido-oxazolyl, pyrido-thiazolyl, pyrimido-oxazolyl, pyrimido-thiazolyl and benzimidazolyl;

Z<sup>110</sup> is a covalent bond, or an optionally substituted (C<sub>1</sub>-C<sub>6</sub>) which is optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen, NO<sub>2</sub>, COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

$Z^{111}$  is a covalent bond, an optionally substituted ( $C_1-C_6$ ) or an optionally substituted  $-(CH_2)_n$ -cycloalkyl- $(CH_2)_n$ -; where the optionally substituted groups are optionally substituted with one or more substituents selected from the group consisting of alkyl, CN, OH, halogen,  $NO_2$ , COOH, substituted or unsubstituted amino and substituted or unsubstituted phenyl;

$R_a$  and  $R_1$  each represent one or more substituents for each occurrence independently selected from the group consisting of hydrogen, halogen, -CN,  $-NO_2$ ,  $-C(O)OH$ ,  $-C(O)H$ , -OH,  $-C(O)O$ -alkyl, substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylcarbonylamino, trifluoromethylsulfonamido, substituted or unsubstituted alkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aryl, substituted or unsubstituted alkenyl, substituted or unsubstituted aryloxy, substituted or unsubstituted heteroaryloxy, substituted or unsubstituted arylalkyl, substituted or unsubstituted alkynyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkyl, substituted or unsubstituted amido groups, substituted or unsubstituted heteroarylthio, substituted or unsubstituted arylthio,  $-Z^{105}-C(O)N(R)_2$ ,  $-Z^{105}-N(R)-C(O)-Z^{200}$ ,  $-Z^{105}-N(R)-S(O)_2-Z^{200}$ ,  $-Z^{105}-N(R)-C(O)-N(R)-Z^{200}$ ,  $R_c$  and  $CH_2OR_c$ ;

where  $R_c$  for each occurrence is independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl,  $-CH_2-NR_dR_e$ ,  $-W-(CH_2)_t-NR_dR_e$ ,  $-W-(CH_2)_t-Oalkyl$ ,  $-W-(CH_2)_t-S-alkyl$ , or  $-W-(CH_2)_t-OH$ ;

$Z^{105}$  for each occurrence is independently a covalent bond or ( $C_1-C_6$ );

$Z^{200}$  for each occurrence is independently a substituted or unsubstituted ( $C_1-C_6$ ), substituted or unsubstituted phenyl or substituted or unsubstituted  $-(C_1-C_6)$ -phenyl;

$R_d$  and  $R_e$  for each occurrence are independently H, alkyl, alkanoyl or  $SO_2$ -alkyl; or  $R_d$ ,  $R_e$  and the nitrogen atom to which they are attached together form a five- or six-membered heterocyclic ring;  $t$  for each occurrence is independently an integer from 2 to 6;  $W$  for each occurrence is independently a direct bond or O, S,  $S(O)$ ,  $S(O)_2$ , or  $NR_f$ , wherein  $R_f$  for each occurrence is independently H or alkyl;

or  $R_1$  is a substituted or unsubstituted carbocyclic or heterocyclic ring fused with ring 2;

$R_3$  is hydrogen, hydroxy, substituted or unsubstituted alkyl or substituted or unsubstituted alkoxy;

01  
A is -O-; -S-; -S(O)<sub>p</sub>-; -N(R)-; -N(C(O)OR)-; -N(C(O)R)-; -N(SO<sub>2</sub>R)-;  
-CH<sub>2</sub>O-; -CH<sub>2</sub>S-; -CH<sub>2</sub>N(R)-; -CH(NR)-; -CH<sub>2</sub>N(C(O)R)-;  
-CH<sub>2</sub>N(C(O)OR)-; -CH<sub>2</sub>N(SO<sub>2</sub>R)-; -CH(NHR)-; -CH(NHC(O)R)-;  
-CH(NHSO<sub>2</sub>R)-; -CH(NHC(O)OR)-; -CH(OC(O)R)-; -CH(OC(O)NHR)-;  
-CH=CH-; -C(=NOR)-; -C(O)-; -CH(OR)-; -C(O)N(R)-; -N(R)C(O)-;  
-N(R)S(O)<sub>p</sub>-; -OC(O)N(R)-; -N(R)-C(O)-(CH<sub>2</sub>)<sub>n</sub>-N(R)-, -N(R)C(O)O-; -N(R)-  
(CH<sub>2</sub>)<sub>n+1</sub>-C(O)-, -S(O)<sub>p</sub>N(R)-; -O-(CR<sub>2</sub>)<sub>n+1</sub>-C(O)-, -O-(CR<sub>2</sub>)<sub>n+1</sub>-O-,  
-N(C(O)R)S(O)<sub>p</sub>-; -N(R)S(O)<sub>p</sub>N(R)-; -N(R)-C(O)-(CH<sub>2</sub>)<sub>n</sub>-O-, -C(O)N(R)C(O)-; -  
S(O)<sub>p</sub>N(R)C(O)-; -OS(O)<sub>p</sub>N(R)-; -N(R)S(O)<sub>p</sub>O-; -N(R)S(O)<sub>p</sub>C(O)-; -  
SO<sub>p</sub>N(C(O)R)-; -N(R)SO<sub>p</sub>N(R)-; -C(O)O-; -N(R)P(OR<sub>g</sub>)O-; -N(R)P(OR<sub>g</sub>)-; -  
N(R)P(O)(OR<sub>g</sub>)O-; -N(R)P(O)(OR<sub>g</sub>)-;  
-N(C(O)R)P(OR<sub>g</sub>)O-; -N(C(O)R)P(OR<sub>g</sub>)-; -N(C(O)R)P(O)(OR<sub>g</sub>)O-, or  
-N(C(O)R)P(OR<sub>g</sub>)-;

where R for each occurrence is independently H, substituted or  
unsubstituted alkyl, substituted or unsubstituted arylalkyl or substituted or  
unsubstituted aryl;

R<sub>g</sub> for each occurrence is independently H, substituted or unsubstituted  
alkyl, substituted or unsubstituted arylalkyl, substituted or unsubstituted  
cycloalkyl or substituted or unsubstituted aryl;

p is 1 or 2;

or in a phosphorus containing group, the nitrogen atom, the phosphorus  
atom, R and R<sub>g</sub> together form a five- or six-membered heterocyclic ring; or

A is NRSO<sub>2</sub> and R, R<sub>a</sub> and the nitrogen atom together form a substituted or  
unsubstituted five or-six-membered heterocyclic ring fused to ring 1;

R<sub>2</sub> is -Z<sup>101</sup>-Z<sup>102</sup>;

Z<sup>101</sup> is a covalent bond, -(C<sub>1</sub>-C<sub>6</sub>)-, -(C<sub>1</sub>-C<sub>6</sub>)-O-, -(C<sub>1</sub>-C<sub>6</sub>)-C(O)-, -(C<sub>1</sub>-C<sub>6</sub>)-C(O)O-, -(C<sub>1</sub>-  
C<sub>6</sub>)-C(O)-NH-, -(C<sub>1</sub>-C<sub>6</sub>)-C(O)-N((C<sub>1</sub>-C<sub>6</sub>))- or a substituted or unsubstituted  
phenyl group;

Z<sup>102</sup> is hydrogen, a substituted or unsubstituted alkyl group, a substituted or unsubstituted  
cycloalkyl group, a substituted or unsubstituted, saturated or unsaturated heterocyclic group, or a  
substituted or unsubstituted, saturated or unsaturated heterobicyclic group;

said substituted heterocyclic or substituted heterobicyclic group having one or more substituents each independently selected from the group consisting of hydroxyl, cyano, substituted or unsubstituted alkoxy, substituted or unsubstituted sulfonamido, substituted or unsubstituted ureido, substituted or unsubstituted carboxamido; substituted or unsubstituted amino, oxo, a saturated, unsaturated or aromatic, substituted or unsubstituted heterocyclic group comprising one or more nitrogen atoms, one or more oxygen atoms or a combination thereof;

wherein said nitrogen atoms are independently optionally substituted by a substituted or unsubstituted alkyl, substituted or unsubstituted aryl or substituted or unsubstituted arylalkyl group; or

*D1*  
R<sub>2</sub> is of the formula B-E, wherein B is a substituted or unsubstituted cycloalkyl, substituted or unsubstituted azacycloalkyl, substituted or unsubstituted amino, substituted or unsubstituted aminoalkylsulfonyl, substituted or unsubstituted alkoxyalkyl, substituted or unsubstituted alkoxy, substituted or unsubstituted aminoalkylcarbonyl, hydroxy, substituted or unsubstituted alkylene, substituted or unsubstituted aminoalkyl, substituted or unsubstituted alkylencarbonyl or substituted or unsubstituted aminoalkylcarbonyl group; and E is substituted or unsubstituted azacycloalkyl, substituted or unsubstituted azacycloalkylcarbonyl, substituted or unsubstituted azacycloalkylsulfonyl, substituted or unsubstituted azacycloalkylalkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylcarbonyl, substituted or unsubstituted heteroarylsulfonyl, substituted or unsubstituted heteroarylalkyl, substituted or unsubstituted azacycloalkylcarbonylamino, substituted or unsubstituted heteroarylcarbonylamino or substituted or unsubstituted aryl;

a is 1 and D<sub>1</sub>, G<sub>1</sub>, J<sub>1</sub>, L<sub>1</sub> and M<sub>1</sub> are each independently selected from the group consisting of CR<sub>a</sub> and N, provided that at least two of D<sub>1</sub>, G<sub>1</sub>, J<sub>1</sub>, L<sub>1</sub> and M<sub>1</sub> are CR<sub>a</sub>; or

a is 0, and one of D<sub>1</sub>, G<sub>1</sub>, L<sub>1</sub> and M<sub>1</sub> is NR<sub>a</sub>, one of D<sub>1</sub>, G<sub>1</sub>, L<sub>1</sub> and M<sub>1</sub> is CR<sub>a</sub> and the remainder are independently selected from the group consisting of CR<sub>a</sub> and N, wherein R<sub>a</sub> is as defined above;

b is 1 and D<sub>2</sub>, G<sub>2</sub>, J<sub>2</sub>, L<sub>2</sub> and M<sub>2</sub> are each independently selected from the group consisting of CR<sub>a</sub> and N, provided that at least two of D<sub>2</sub>, G<sub>2</sub>, J<sub>2</sub>, L<sub>2</sub> and M<sub>2</sub> are CR<sub>a</sub>; or

01  
b is 0, and one of D<sub>2</sub>, G<sub>2</sub>, L<sub>2</sub> and M<sub>2</sub> is NR<sub>a</sub>, one of D<sub>2</sub>, G<sub>2</sub>, L<sub>2</sub> and M<sub>2</sub> is CR<sub>a</sub> and the remainder are independently selected from the group consisting of CR<sub>a</sub> and N, wherein R<sub>a</sub> is as defined above; and

n for each occurrence is independently an integer from 0 to 6.

02  
33. (Twice Amended) A method of inhibiting one or more protein kinase activity in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof to said patient.

03  
35. (Twice Amended) A method of affecting thyroid hyperplasia, Grave's disease, cyst, hypervascularity of ovarian stroma characteristic of polycystic ovarian syndrome and polycystic kidney disease in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof to said patient.

36. (Twice Amended) A method of affecting angiogenesis in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof to said patient.

04  
38. (Twice Amended) A method of treating one or more ulcers in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof to said patient.

05  
40. (Twice Amended) A method of treating a condition in a patient comprising administering a therapeutically effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof to said patient, wherein said condition is an ocular condition, Crow-Fukase (POEMS) syndrome, a diabetic condition, sickle cell anaemia, chronic inflammation, systemic lupus, glomerulonephritis, synovitis, inflammatory bowel disease, Crohn's disease, glomerulonephritis, rheumatoid arthritis, osteoarthritis, multiple sclerosis, graft rejection, Lyme disease, sepsis, von Hippel Lindau disease, pemphigoid, psoriasis, Paget's disease, polycystic kidney disease, fibrosis, sarcoidosis, cirrhosis, thyroiditis, hyperviscosity syndrome, Osler-Weber-Rendu disease, chronic occlusive pulmonary disease, asthma or edema following burns, trauma, radiation, stroke, hypoxia, ischemia, ovarian hyperstimulation syndrome, preeclampsia, menometrorrhagia, endometriosis, or infection by Herpes simplex, Herpes Zoster, human immunodeficiency virus, parapoxvirus, protozoa, toxoplasmosis, a solid tumor, a sarcoma, fibrosarcoma,

05 osteoma, melanoma, retinoblastoma, a rhabdomyosarcoma, glioblastoma, neuroblastoma, teratocarcinoma, an hematopoietic malignancy, Kaposi's sarcoma, Hodgkin's disease, lymphoma, myeloma, leukaemia, malignant ascites, atherosclerosis, restenosis, ischemia/reperfusion injury, vascular occlusion, carotid obstructive disease, ocular or macular edema, ocular neovascular disease, scleritis, radial keratotomy, uveitis, vitritis, myopia, optic pits, chronic retinal detachment, post-laser treatment complications, conjunctivitis, Stargardt's disease, Eales disease, retinopathy or macular degeneration.

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06 45. (Twice Amended) A method of decreasing fertility in a patient, said method comprising the step of administering to the patient an effective amount of a compound of Claim 1 or a physiologically acceptable salt thereof.

46. (Twice Amended) The method of Claim 36 wherein the compound or a physiologically acceptable salt thereof is administered in an amount effective to promote angiogenesis or vasculogenesis.

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07 48. (Twice Amended) The method of Claim 46 wherein the compound of Formula I, or physiologically acceptable salt thereof, is administered in combination with a pro-angiogenic growth factor.

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